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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
----- X		

JOINT STIPULATION AND AGREED ORDER CAPPING PROOF OF CLAIM NO. 16127  
(U.S. CUSTOMS AND BORDER PROTECTION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and U.S. Customs and Border Protection ("CBP") respectfully submit this Joint Stipulation And Agreed Order Capping Proof Of Claim No. 16127 (U.S. Customs and Border Protection) and agree and state as follows:

WHEREAS, Delphi retained American Casualty and RLI Insurance Company as sureties (the "Sureties") for its duty obligations to CBP.

WHEREAS, on August 9, 2006, CBP filed proof of claim number 16127 ("Proof of Claim 16127"). Proof of Claim 16127 asserts a secured contingent claim in the amount of \$82,643.04, an unliquidated and/or contingent unsecured claim, and an unliquidated and/or contingent priority claim against Delphi for certain duties and warehouse entries (the "Claim").

WHEREAS, on May 27, 2007, the Debtors objected to Proof of Claim No. 16127 pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999).

WHEREAS, on June 21, 2007, the United States of America on behalf of CBP filed its United States Of America's Response To Debtors' Objection To The Claims Of U.S. Customs And Border Protection (Docket No. 8381).

WHEREAS, on September 7, 2007, the Debtors sought to estimate and set a maximum cap, solely for voting purposes and setting appropriate reserves under the plan of

reorganization, on Proof of Claim 16127 pursuant to the Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures (Docket No. 9297) (the "Claims Estimation Motion").

WHEREAS, on September 20, 2007, CBP filed its Letter Filed by Matthew L. Schwartz on Behalf of United States Customs and Border Protection (Docket No. 9492) (the "Response").

WHEREAS, CBP continues to hold \$680,950.44 in prepetition refunds (the "Refund Amount") owed and due to the Debtors.

WHEREAS, the aggregate current liquidated amount asserted with respect to Proof of Claim 16127 is \$68,259.00 (the "Cap").

WHEREAS, the Debtors agree to preserve the right of CBP to set off against the Refund Amount any amounts owed and due, provided that the right to set off shall not exceed the Refund Amount, in the event that the Debtors are responsible for duties on the remaining unliquidated entries identified in the Claim, or unliquidated warehouse entries identified in the Claim if such merchandise is removed from the warehouse for consumption.

THEREFORE, the Debtors and CBP stipulate and agree and the Court orders as follows:

1. Proof of Claim 16127 is hereby capped such that in no event shall the Claim be allowed in an amount exceeding \$68,259.00.
2. In the event that the Debtors are responsible for duties on the remaining unliquidated entries identified in the Claim, or unliquidated warehouse entries identified in the Claim if such merchandise is removed from the warehouse for consumption in excess of the Cap,

CBP's sole remedy against the Debtors shall be a set off of the amount of such duties owed against the Refund Amount, provided that the right to set off shall not exceed the Refund Amount, and the Debtors or the Reorganized Debtors shall have the right to challenge the proposed set off on non-bankruptcy grounds.

3. CBP shall withdraw its Response to the Claims Estimation Motion with prejudice.

So Ordered in New York, New York, this 4th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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